

American Communities  
Value Schedule

Project	Location	Mapped Lots	Values	Finished Lots	Values	Houses	Values	Models	Values	Total Inventory	Total Values
Destination at Tierra De Las Palmas	North Las Vegas	0	\$ -	30	\$ 1,507,086	30	\$ 5,382,450	3	\$ 600,000	63	\$ 7,489,536
Fairway Villas	North Las Vegas	0	\$ -	20	\$ 654,024	12	\$ 1,401,480	0	\$ -	32	\$ 2,055,504
Enchantment at Black Mountain	Henderson	0	\$ -	60	\$ 3,732,792	23	\$ 5,110,370	3	\$ 900,000	86	\$ 9,743,162
Harmony	North Las Vegas	104	\$ 1,966,141	51	\$ 1,907,665	39	\$ 5,210,010	5	\$ 750,000	199	\$ 9,833,816
Imagination at Somerset	North Las Vegas	185	\$ 4,669,622	69	\$ 3,328,643	0	\$ -	3	\$ 516,870	257	\$ 8,515,135
Inspiration at Green Valley Ranch	Henderson	312	\$ 7,638,883	0	\$ -	0	\$ -	0	\$ -	312	\$ 7,638,883
The View at Black Mountain	Henderson	102	\$ 2,195,162	90	\$ 3,736,908	26	\$ 3,855,540	6	\$ 1,100,000	224	\$ 10,887,610
TOTALS		703	\$ 16,469,808	320	\$ 14,867,118	130	\$ 20,959,850	20	\$ 3,866,870	1173	\$ 56,163,646

SPEC000039

American Communities  
Debt Schedule

Project	Lender	A&D Loans		Construction Loans		Other Loans		Total Debt			
		Committed	Outstanding	Lender	Committed	Outstanding	Committed	Outstanding			
Destination	AMRESO	\$ 3,500,830	\$ 410,000	AMRESO	\$ 7,500,000	\$ 4,036,838	Barry Becker	\$ 2,260,000	\$ 450,000	\$ 13,260,830	\$ 4,896,838
Fairway Villas	Interstate Mtg.	\$ 400,000	\$ 368,000	AMRESO	\$ 1,696,000	\$ 1,051,110	Kenny Black	\$ 200,000	\$ 75,000	\$ 2,296,000	\$ 1,494,110
Enchantment	AMRESO	\$ 7,136,179	\$ 3,300,000	AMRESO	\$ 10,000,000	\$ 3,832,778	N/A	\$ -	\$ -	\$ 17,136,179	\$ 7,132,778
Harmony	USA Capital	\$ 2,650,000	\$ 1,165,000	Commercial Federal	\$ 3,000,000	\$ 1,502,888	Tom Gonzales	\$ 800,000	\$ 800,000	\$ 6,450,000	\$ 3,467,888
Imagination	Christina Hixson	\$ 950,000	\$ 1,150,000	New South Federal	\$ 2,200,000	\$ 2,200,000				\$ 3,150,000	\$ 3,350,000
Inspiration at Green Valley	Samoth & Global	\$ 4,135,000	\$ 3,135,000	Washington Mutual	\$ -	\$ -	Cindy Barden	\$ 1,925,000	\$ 2,017,000	\$ 6,060,000	\$ 5,152,000
Ranch	USA Capital	\$ 3,250,000	\$ 3,250,000	N/A	\$ -	\$ -	Tom Gonzales	\$ 2,550,000	\$ 2,650,000	\$ 5,800,000	\$ 5,900,000
The View at Black Mountain	USA Capital	\$ 5,725,000	\$ 3,345,000	AMRESO	\$ 8,000,000	\$ 2,300,000	USA Capital	\$ 1,500,000	\$ 1,417,500	\$ 15,225,000	\$ 7,062,500
Project Totals		\$ 27,747,009	\$ 16,123,000	USA Capital (Models)	\$ 660,000	\$ 660,000	Waukegan Homes	\$ 1,800,000	\$ 1,500,000	\$ 2,460,000	\$ 2,160,000
USA Capital Working Capital Loan					\$ 33,056,000	\$ 15,583,613		\$ 11,035,000	\$ 8,909,500	\$ 71,838,009	\$ 40,616,113
Vendor Obligations								\$ 5,000,000	\$ 4,300,000	\$ -	\$ 4,300,000
Total Obligations									\$ 2,500,000		\$ 2,500,000
											\$ 6,800,000
Imputed Equity											\$ 47,416,113
											\$ 8,747,534

SPEC000040

**American Destination II, LLC**  
**Asset Values**

<b>Project</b>	<b>Mapped Lots</b>	<b>Finished Lots</b>	<b>Houses</b>	<b>Models</b>	<b>Totals</b>
<b>Destination at Tierra De Las Palmas</b>	<b>0</b>	<b>30</b>	<b>30</b>	<b>3</b>	<b>63</b>
<b>Values</b>	<b>\$ -</b>	<b>\$ 1,507,086</b>	<b>\$ 5,382,450</b>	<b>\$ 600,000</b>	<b>\$ 7,489,536</b>
<b>Average Sales Price</b>	<b>Note 1</b>		<b>\$ 179,415</b>		
<b>Finished Lot Value at 28.0%</b>	<b>Note 2</b>		<b>\$ 50,236</b>		
<b>Mapped Lot Value</b>	<b>Note 3</b>		<b>\$ -</b>		

**Note 1**                      **The average sales price is**

**Note 2**                      **The finished lot value is assumed to be**

**Note 3**                      **N/A.**

**American Destination II, LLC**  
**Asset Values**

<b>Project</b>	<b>Mapped Lots</b>	<b>Finished Lots</b>	<b>Houses</b>	<b>Models</b>	<b>Totals</b>
<b>Fairway Villas</b>	<b>0</b>	<b>20</b>	<b>12</b>	<b>0</b>	<b>32</b>
<b>Value</b>	<b>\$ -</b>	<b>\$ 654,024</b>	<b>\$ 1,401,480</b>	<b>\$ -</b>	<b>\$ 2,055,504</b>
<b>Average Sales Price</b>	<b>Note 1</b>		<b>\$ 116,790</b>		
<b>Finished Lot Value at 28.0%</b>	<b>Note 2</b>		<b>\$ 32,701</b>		
<b>Mapped Lot Value</b>	<b>Note 3</b>		<b>\$ -</b>		

**Note 1**                      **The average sales price is**

**Note 2**                      **The finished lot value is assumed to be**

**Note 3**                      **N/A.**

**American Enchantment II, LLC**  
**Asset Values**

<b>Project</b>	<b>Mapped Lots</b>	<b>Finished Lots</b>	<b>Houses</b>	<b>Models</b>	<b>Totals</b>
<b>Enchantment at Black Mountain</b>	<b>0</b>	<b>60</b>	<b>23</b>	<b>3</b>	<b>86</b>
<b>Value</b>	<b>\$ -</b>	<b>\$ 3,732,792</b>	<b>\$ 5,110,370</b>	<b>\$ 900,000</b>	<b>\$ 9,743,162</b>
<b>Average Sales Price</b>	<b>Note 1</b>		<b>\$ 222,190</b>		
<b>Finished Lot Value at 28.0%</b>	<b>Note 2</b>		<b>\$ 62,213</b>		
<b>Mapped Lot Value</b>	<b>Note 3</b>		<b>\$ -</b>		

**Note 1**                      **The average sales price is**

**Note 2**                      **The finished lot value is assumed to be**

**Note 3**                      **N/A.**

**American Harmony II, LLC**  
**Asset Values**

<b>Project</b>	<b>Mapped Lots</b>	<b>Finished Lots</b>	<b>Houses</b>	<b>Models</b>	<b>Totals</b>
<b>Harmony</b>	<b>104</b>	<b>51</b>	<b>39</b>	<b>5</b>	<b>199</b>
<b>Value</b>	<b>1,966,140.80</b>	<b>\$ 1,907,665</b>	<b>\$ 5,210,010</b>	<b>\$ 750,000</b>	<b>\$ 9,833,816</b>
<b>Average Sales Price</b>	<b>Note 1</b>		<b>\$ 133,590</b>		
<b>Finished Lot Value at 28.0%</b>	<b>Note 2</b>		<b>\$ 37,405</b>		
<b>Mapped Lot Value</b>	<b>Note 3</b>		<b>\$ 18,905</b>		

**Note 1**                      **The average sales price is**

**Note 2**                      **The finished lot value is assumed to be**

**Note 3**                      **The value of the mapped lots**

**American Imagination, LLC**  
**Asset Values**

<b>Project</b>	<b>Mapped Lots</b>	<b>Finished Lots</b>	<b>Houses</b>	<b>Models</b>	<b>Totals</b>
<b>Imagination at Somerset</b>	<b>185</b>	<b>69</b>	<b>0</b>	<b>3</b>	<b>257</b>
<b>Value</b>	<b>\$ 4,669,622</b>	<b>\$ 3,328,643</b>	<b>\$ -</b>	<b>\$ 516,870</b>	<b>\$ 8,515,135</b>
<b>Average Sales Price</b>	<b>Note 1</b>		<b>\$ 172,290</b>		
<b>Finished Lot Value at 28.0%</b>	<b>Note 2</b>		<b>\$ 48,241</b>		
<b>Mapped Lot Value</b>	<b>Note 3</b>		<b>\$ 25,241</b>		

**Note 1**                      The average sales price is derived from

**Note 2**                      The finished lot value is assumed to be

**Note 3**                      The value of the mapped lots

SPEC000045

**American Inspiration, LLC**  
**Proforma Balance Sheet**

<b>Project</b>	<b>Mapped Lots</b>	<b>Finished Lots</b>	<b>Houses</b>	<b>Models</b>	<b>Totals</b>
Inspiration at Green Valley Ranch	312	0	0	0	312
 Value	 \$ 7,638,883	 \$ -	 \$ -	 \$ -	 \$ 7,638,883
Average Sales Price	Note 1		\$ 158,870		
Finished Lot Value at 28.0%	Note 2		\$ 44,484		
 Mapped Lot Value	 Note 3		 \$ 24,484		

**Note 1**                      The average sales price is derived from

**Note 2**                      The finished lot value is assumed to be

**Note 3**                      The value of the mapped lots

**The American Black Mountain L.P.  
Asset Values**

<b>Project</b>	<b>Mapped Lots</b>	<b>Finished Lots</b>	<b>Houses</b>	<b>Models</b>	<b>Totals</b>
<b>The View at Black Mountain</b>	<b>102</b>	<b>90</b>	<b>26</b>	<b>6</b>	<b>224</b>
<b>Value</b>	<b>\$ 2,195,162</b>	<b>\$ 3,736,908</b>	<b>\$ 3,855,540</b>	<b>\$ 1,100,000</b>	<b>\$ 10,887,610</b>
<b>Average Sales Price</b>	<b>Note 1</b>		<b>\$ 148,290</b>		
<b>Finished Lot Value at 28.0%</b>	<b>Note 2</b>		<b>\$ 41,521</b>		
<b>Mapped Lot Value</b>	<b>Note 3</b>		<b>\$ 21,521</b>		

**Note 1**                      The average sales price is

**Note 2**                      The finished lot value is assumed to be

**Note 3**                      The value of the mapped lots

Destination at Tierra De Las Palmas  
Pricing Strategy

10/9/2000

Product Mix (% of Total Lots)	10.0%	20.0%	25.0%	25.0%	20.0%	Averages	Totals	%
Total Number of Lots	6	13	16	16	13	100.0%	63	63
Plan Number	1	2	2.5	3	4			
Plan Square Footage	2,179	2,522	2,648	2,891	3,317	2,770		
Base Sales Price Per Square Foot	\$ 72.05	\$ 66.61	\$ 64.76	\$ 61.22	\$ 58.03	\$ 63.14		
Direct Construction Per Square Foot	\$ 38.67	\$ 38.20	\$ 36.42	\$ 36.66	\$ 36.20	\$		
REVENUES:								
Base Sales Price	\$ 156,990	\$ 167,990	\$ 171,490	\$ 176,990	\$ 192,490	\$ 174,915	\$ 11,019,645	
Average Options	\$ 3,500	\$ 3,500	\$ 3,500	\$ 3,500	\$ 3,500	\$ 3,500	\$ 220,500	
Average Lot Premiums	\$ 1,000	\$ 1,000	\$ 1,000	\$ 1,000	\$ 1,000	\$ 1,000	\$ 63,000	
TOTAL REVENUES	\$ 161,490	\$ 172,490	\$ 175,990	\$ 181,490	\$ 196,990	\$ 179,415	\$ 11,303,145	100.0%

SPEC0000048

Destination at Tierra De Las Palmas  
Pricing Strategy

Calculations

174538.35

\$ 11,019,645  
\$ 220,500  
\$ 63,000  
\$ 11,303,145

Fairway Villas  
Pricing Strategy

10/9/2000

		<u>Averages</u>		<u>Totals</u>		<u>%</u>		Calculations
Product Mix (% of Total Lots)								
Total Number of Lots	20.0%	40.0%	40.0%	100.0%	32	32		
	6	13	13					
Plan Number								
Plan Square Footage	1	2	2.5					
	1,100	1,128	1,343		1,208			38668.8
Base Sales Price Per Square Foot								
Direct Construction Per Square Foot	\$ 101.35	\$ 96.18	\$ 86.74	\$ 92.92				
	\$ 38.67	\$ 38.20	\$ 36.42	\$ -				
REVENUES:								
Base Sales Price								
Average Options	\$ 111,490	\$ 108,490	\$ 116,490	\$ 112,290	\$ 3,593,280	\$ 3,593,280		
Average Lot Premiums	\$ 3,500	\$ 3,500	\$ 3,500	\$ 3,500	\$ 112,000	\$ 112,000		
	\$ 1,000	\$ 1,000	\$ 1,000	\$ 1,000	\$ 32,000	\$ 32,000		
TOTAL REVENUES	\$ 115,990	\$ 112,990	\$ 120,990	\$ 116,790	\$ 3,737,280	100.0%		\$ 3,737,280

SPEC000050

**Enchantment at Black Mountain  
Pricing Strategy**

10/9/2000

		<u>Averages</u>		<u>Totals</u>		<u>%</u>
Product Mix (% of Total Lots)						
Total Number of Lots	10.0%	20.0%	20.0%	25.0%	25.0%	86
	9	17	17	22	22	
Plan Number	1	2	2.5	3	4	
Plan Square Footage	1,748	2,374	2,643	3,436	4,025	
Base Sales Price Per Square Foot	\$ 91.53	\$ 76.66	\$ 76.05	\$ 64.90	\$ 58.38	
Direct Construction Per Square Foot	\$ 38.67	\$ 38.20	\$ 36.42	\$ 36.66	\$ 36.20	
REVENUES:						
Base Sales Price	\$ 159,990	\$ 181,990	\$ 200,990	\$ 222,990	\$ 234,990	
Average Options	\$ 12,000	\$ 12,000	\$ 15,000	\$ 15,000	\$ 15,000	
Average Lot Premiums	\$ 1,000	\$ 1,000	\$ 1,000	\$ 1,000	\$ 1,000	
TOTAL REVENUES	\$ 172,990	\$ 194,990	\$ 216,990	\$ 238,990	\$ 250,990	
				\$ 222,190	\$ 19,108,340	100.0%

SPEC000051

Enchantment at Black Mountain  
Pricing Strategy

Calculations

261736.7

\$ 17,809,740  
\$ 1,212,600  
\$ 86,000  
\$ 19,108,340

SPEC000052

Harmony  
Pricing Strategy

10/9/2000

		<u>Averages</u>				<u>Totals</u>		<u>%</u>
Product Mix (% of Total Lots)								
Total Number of Lots		10.0%	15.0%	25.0%	25.0%	25.0%	100.0%	199
		20	30	50	50	50	199	
Plan Number		1	2	2.5	3	4		
Plan Square Footage		1,473	1,543	1,761	1,685	1,880	1,710	
Base Sales Price Per Square Foot	\$	82.14	\$ 81.00	\$ 72.68	\$ 77.74	\$ 71.27	\$	
Direct Construction Per Square Foot	\$	38.67	\$ 38.20	\$ 36.42	\$ 36.66	\$ 36.20	\$	
REVENUES:								
Base Sales Price	\$	120,990	\$ 124,990	\$ 127,990	\$ 130,990	\$ 133,990	\$	25,688,910
Average Options	\$	3,500	\$ 3,500	\$ 3,500	\$ 3,500	\$ 3,500	\$	696,500
Average Lot Premiums	\$	1,000	\$ 1,000	\$ 1,000	\$ 1,000	\$ 1,000	\$	199,000
TOTAL REVENUES	\$	125,490	\$ 129,490	\$ 132,490	\$ 135,490	\$ 138,490	\$	26,584,410
								100.0%

SPEC000053

Harmony  
Pricing Strategy

Calculations

340339.75

\$ 25,688,910  
\$ 696,500  
\$ 199,000  
\$ 26,584,410

Imagination at Somerset  
Pricing Strategy

10/9/2000

		<u>Imagination North</u>				<u>Imagination South</u>				<u>Averages</u>	<u>Totals</u>	<u>%</u>
Product Mix (% of Total Lots)		6.0%	10.0%	12.0%	14.0%	18.0%	20.0%	20.0%	20.0%			
Total Number of Lots		15	26	31	36	46	51	51	51	257	257	
Plan Number		2	3	4	5	6	7	8	185			
Plan Square Footage		1,433	1,603	1,846	2,059	2,250	2,522	2,891		2244	576,621	
Base Sales Price Per Square Foot		\$ 88.62	\$ 84.83	\$ 77.46	\$ 73.33	\$ 71.11	\$ 67.40	\$ 64.68	\$	71.18		
Direct Construction Per Square Foot		\$ 38.96	\$ 37.68	\$ 37.68	\$ 37.05	\$ 37.05	\$ 33.99	\$ 32.94	\$			
REVENUES:												
Base Sales Price		\$ 126,990	\$ 135,990	\$ 142,990	\$ 150,990	\$ 159,990	\$ 169,990	\$ 186,990	\$	159,710	\$ 41,045,470	
Average Options		\$ 3,500	\$ 3,500	\$ 5,000	\$ 8,000	\$ 10,000	\$ 20,000	\$ 20,000	\$	12,080	\$ 3,104,560	
Average Lot Premiums		\$ 500	\$ 500	\$ 500	\$ 500	\$ 500	\$ 500	\$ 500	\$	500	\$ 128,500	
TOTAL REVENUES		\$ 130,990	\$ 139,990	\$ 148,490	\$ 159,490	\$ 170,490	\$ 190,490	\$ 207,490	\$	172,290	\$ 44,278,530	100.0%

SPEC000055

Inspiration at Green Valley Ranch  
Pricing Strategy

10/9/2000

10/9/2000	8/mo INSPIRATION				7/mo EXECUTIVE INSPIRATION				Averages	Totals	%
Product Mix (% of Total Lots)	5.0%	14.0%	15.0%	15.0%	10.0%	12.0%	14.0%				
Total Number of Lots	16	44	47	47	31	37	44		100.0%	312	312
Plan Number	1	2	3A	3B	2	3	4				
Plan Square Footage	1,032	1,370	1,429	1,628	2,000	2,200	2,400		1,772		
Base Sales Price Per Square Foot	\$ 125.96	\$ 102.18	\$ 99.36	\$ 89.67	\$ 85.55	\$ 78.00	\$ 72.72	\$ 69.16	\$ 84.90		
Direct Construction Per Square Foot	\$ 43.00	\$ 42.00	\$ 41.00	\$ 40.00	\$ 39.00	\$ 37.00	\$ 36.00	\$ 36.00	\$ -		
REVENUES:											
Base Sales Price	\$ 129,990	\$ 139,990	\$ 141,990	\$ 145,990	\$ 153,990	\$ 155,990	\$ 159,990	\$ 165,990	\$ 150,430	\$ 46,934,160	
Average Options	\$ 5,000	\$ 5,000	\$ 5,000	\$ 5,000	\$ 5,000	\$ 8,000	\$ 8,000	\$ 8,000	\$ 6,080	\$ 1,896,960	
Average Lot Premiums	\$ 2,000	\$ 2,000	\$ 2,000	\$ 2,000	\$ 2,000	\$ 3,000	\$ 3,000	\$ 3,000	\$ 2,360	\$ 736,320	
TOTAL REVENUES	\$ 136,990	\$ 146,990	\$ 148,990	\$ 152,990	\$ 160,990	\$ 166,990	\$ 170,990	\$ 176,990	\$ 158,870	\$ 49,567,440	100.0%

SPEC000056

Inspiration at Green Valley Ranch  
Pricing Strategy

Calculations

552848.4

\$ 46,934,160  
\$ 1,896,960  
\$ 736,320

The View at Black Mountain  
Pricing Strategy

10/9/2000

	<u>Averages</u>				<u>Totals</u>		<u>%</u>
Product Mix (% of Total Lots)	10.0%	20.0%	25.0%	25.0%	20.0%		
Total Number of Lots	22	45	56	56	45	224	224
Plan Number	1	2	2.5	3	4		
Plan Square Footage	1,032	1,370	1,429	1,628	1,800	1,501	
Base Sales Price Per Square Foot	\$ 122.08	\$ 99.99	\$ 96.56	\$ 87.22	\$ 82.77	\$ 93.10	
Direct Construction Per Square Foot	\$ 38.67	\$ 38.20	\$ 36.42	\$ 36.66	\$ 36.20	\$ -	
REVENUES:							
Base Sales Price	\$ 125,990	\$ 136,990	\$ 137,990	\$ 141,990	\$ 148,990	\$ 139,790	\$ 31,312,960
Average Options	\$ 3,500	\$ 3,500	\$ 3,500	\$ 3,500	\$ 3,500	\$ 3,500	\$ 784,000
Average Lot Premiums	\$ 5,000	\$ 5,000	\$ 5,000	\$ 5,000	\$ 5,000	\$ 5,000	\$ 1,120,000
TOTAL REVENUES	\$ 134,490	\$ 145,490	\$ 146,490	\$ 150,490	\$ 157,490	\$ 148,290	\$ 33,216,960
							100.0%

SPEC000058

The View at Black Mountain  
Pricing Strategy

Calculations

336324.80

\$ 31,312,960  
\$ 784,000  
\$ 1,120,000  
\$ 33,216,960

SPEC000059

## **EXHIBIT 4**

**PROMISSORY NOTE**

\$ 3,000,000.00

Las Vegas, Nevada

May 2, 2000

FOR VALUE RECEIVED, PRINCIPLE CENTERED, INC., a Nevada corporation, AMERICAN HARMONY II, LLC, a Nevada Limited Liability Company, AMERICAN IMAGINATION, LLC, a Nevada Limited Liability Company, AMERICAN INSPIRATION, LLC, a Nevada Limited Liability Company, AMERICAN DESTINATION II, LLC, a Nevada Limited Liability Company, AMERICAN ENCHANTMENT II, LLC, a Nevada Limited Liability Company, ("Maker"), jointly and severally, promises to pay to the order of ROLLAND P. WEDDELL or his successors and assigns ("Holder"), at 2271 Arrowhead Drive, Carson City, NV 89701, or at such other place as the Holder may designate in writing, the principal sum of up to THREE MILLION DOLLARS (\$3,000,000.00) (the "Maximum Amount") in lawful money of the United States of America, together with interest thereon at the rate of eight percent (8%) per annum. This Note is secured by that certain Security Agreement (Stock Pledge) dated as of May 2, 2000 between Robert C. and Cheryl Covey Porter, as pledgors, and Rolland P. Weddell and Spectrum Financial Group, LLC, a Delaware Limited Liability Company, Holder (as now or hereafter amended, the "Security Agreement").

The indebtedness evidenced by this Note is a revolving loan, and Maker may borrow, repay and re-borrow the loan evidenced hereby up to the Maximum Amount. Holder may, and is hereby authorized to, record on the schedule attached hereto, or to otherwise record in accordance with its usual practice, the date and amount of any advance of loan proceeds under this Note. Failure to record such amounts on the schedule attached hereto shall not affect Maker's obligation hereunder to repay the outstanding and unpaid principal amount of this Note in full when due.

The entire principal amount of \$3,000,000.00, or so much thereof as may be then outstanding and unpaid, together with accrued interest, shall be due and payable in full on the earlier to occur of an "Event of Default" as defined in the Security Agreement, or May 2, 2001. Maker may prepay the remaining balance of principal and interest without penalty at any time. All payments hereunder shall be applied first to accrued unpaid interest, then to principal.

Time is of the essence of payment. Any amount not paid when due and payable hereunder thereafter shall bear interest at the rate of fifteen percent (15%) per annum until paid.

The makers and endorers of this Note jointly and severally waive diligence, demand, presentment for payment, notice of dishonor, protest and notice of protest.

The makers and endorers jointly and severally agree to pay all costs for collection. Costs of collection include, without limitation, reasonable attorneys' fees if this Note is placed in the hands of attorneys for collection or if suit is brought, together with all court costs and other expenses incurred in the prosecution of suit.

Notwithstanding any provision herein or in any document or instrument now or hereafter securing this Note, the total liability for payments in the nature of interest shall not exceed the limits imposed by the applicable laws of the State of Nevada. This Note shall be construed according to the laws of said State.

Pursuant to the agreement of the Maker and Holder, this Note is not dischargeable in

Pursuant to the agreement of the Maker and Holder, this Note is not dischargeable in bankruptcy pursuant to 11 U.S.C. §523(a)(15).

IN WITNESS WHEREOF, this Promissory Note has been executed as of the date first hereinabove written.

PRINCIPLE CENTERED, INC., a  
Nevada corporation

By: 

Robert C. Porter, President

AMERICAN HARMONY II, LLC, a  
Nevada Limited Liability Company

By: 

Robert C. Porter, President  
Principle Centered, Inc.  
Managing Member

AMERICAN INSPIRATION, LLC, a  
Nevada Limited Liability Company

By: 

Robert C. Porter, President  
Principle Centered, Inc.  
Managing Member

AMERICAN DESTINATION II, LLC, a  
Nevada Limited Liability Company

By: 

Robert C. Porter, President  
Principle Centered, Inc.  
Managing Member

AMERICAN ENCHANTMENT II, LLC, a  
Nevada Limited Liability Company

By: 

Robert C. Porter, President  
Principle Centered, Inc.  
Managing Member

**PROMISSORY NOTE**

\$ 7,000,000.00

Las Vegas, Nevada

May 2, 2000

FOR VALUE RECEIVED, PRINCIPLE CENTERED, INC., a Nevada corporation, AMERICAN HARMONY II, LLC, a Nevada Limited Liability Company, AMERICAN IMAGINATION, LLC, a Nevada Limited Liability Company, AMERICAN INSPIRATION, LLC, a Nevada Limited Liability Company, AMERICAN DESTINATION II, LLC, a Nevada Limited Liability Company, AMERICAN ENCHANTMENT II, LLC, a Nevada Limited Liability Company, ("Maker"), jointly and severally, promises to pay to the order of SPECTRUM FINANCIAL GROUP, LLC, a Delaware Limited Liability Company or his successors and assigns ("Holder"), at 930 Tahoe Blvd. PMB #802-540, Incline Village, NV 89451, or at such other place as the Holder may designate in writing, the principal sum of up to SEVEN MILLION DOLLARS (\$7,000,000.00) (the "**Maximum Amount**") in lawful money of the United States of America, together with interest thereon at the rate of eight percent (8%) per annum. This Note is secured by that certain Security Agreement (Stock Pledge) dated as of May 2, 2000 between Robert C. and Cheryl Covey Porter, as pledgors, and Rolland P. Weddell and Spectrum Financial Group, LLC, a Delaware Limited Liability Company, Holder (as now or hereafter amended, the "**Security Agreement**").

The indebtedness evidenced by this Note is a revolving loan, and Maker may borrow, repay and re-borrow the loan evidenced hereby up to the Maximum Amount. Holder may, and is hereby authorized to, record on the schedule attached hereto, or to otherwise record in accordance with its usual practice, the date and amount of any advance of loan proceeds under this Note. Failure to record such amounts on the schedule attached hereto shall not affect Maker's obligation hereunder to repay the outstanding and unpaid principal amount of this Note in full when due.

The entire principal amount of \$7,000,000.00, or so much thereof as may be then outstanding and unpaid, together with accrued interest, shall be due and payable in full on the earlier to occur of an "Event of Default" as defined in the Security Agreement, or May 2, 2001. Maker may prepay the remaining balance of principal and interest without penalty at any time. All payments hereunder shall be applied first to accrued unpaid interest, then to principal.

Time is of the essence of payment. Any amount not paid when due and payable hereunder thereafter shall bear interest at the rate of fifteen percent (15%) per annum until paid.

The makers and endorers of this Note jointly and severally waive diligence, demand, presentment for payment, notice of dishonor, protest and notice of protest.

The makers and endorers jointly and severally agree to pay all costs for collection. Costs of collection include, without limitation, reasonable attorneys' fees if this Note is placed in the hands of attorneys for collection or if suit is brought, together with all court costs and other expenses incurred in the prosecution of suit.

Notwithstanding any provision herein or in any document or instrument now or hereafter securing this Note, the total liability for payments in the nature of interest shall not exceed the limits imposed by the applicable laws of the State of Nevada. This Note shall be construed according to the laws of said State.

Pursuant to the agreement of the Maker and Holder, this Note is not dischargeable in bankruptcy pursuant to 11 U.S.C. §523(a)(15).

IN WITNESS WHEREOF, this Promissory Note has been executed as of the date first hereinabove written.

PRINCIPLE CENTERED, INC., a  
Nevada corporation

By: 

Robert C. Porter, President

AMERICAN HARMONY II, LLC, a  
Nevada Limited Liability Company

By: 

Robert C. Porter, President  
Principle Centered, Inc.  
Managing Member

AMERICAN INSPIRATION, LLC, a  
Nevada Limited Liability Company

By: 

Robert C. Porter, President  
Principle Centered, Inc.  
Managing Member

AMERICAN DESTINATION II, LLC, a  
Nevada Limited Liability Company

By: 

Robert C. Porter, President  
Principle Centered, Inc.  
Managing Member

AMERICAN ENCHANTMENT II, LLC, a  
Nevada Limited Liability Company

By: 

Robert C. Porter, President  
Principle Centered, Inc.  
Managing Member

## **EXHIBIT 5**

SCHEDULE OF LOANS AND PAYMENTS OF PRINCIPAL  
TO  
PRINCIPLE CENTERED, INC.  
BY  
SPECTRUM FINANCIAL GROUP, LLC  
DATED JANUARY 11, 2004

Date	Principal Amount of	Principal Amount Paid	Unpaid Balance
3/31/00	\$45,086.15	✓	\$45,086.15 ✓
3/31/00	\$70,639.93	✓	\$115,726.08 ✓
4/13/00	\$80,279.48	✓	\$196,005.56
4/13/00	\$35,000.00	✓	\$231,005.56
4/26/00	\$340,069.91	✓	\$571,075.47
4/27/00	\$61,178.40	✓	\$632,253.87
5/2/00	\$734,300.00	✓	\$1,366,553.87
5/12/00	\$86,289.28	✓	\$1,452,843.15
5/12/00	\$455,000.00	✓	\$1,907,843.15
5/12/00	\$350,000.00	✓	\$2,257,843.15
5/12/00	\$119,000.00	✓	\$2,376,843.15
5/22/00	\$105,000.00	✓	\$2,481,843.15
5/22/00	\$105,000.00	✓	\$2,586,843.15
5/26/00	\$357,000.00	✓	\$2,943,843.15
5/31/00	\$65,843.32	✓	\$3,009,686.46
6/6/00	\$105,000.00	✓	\$3,114,686.46
6/14/00	\$72,153.30	✓	\$3,186,839.76
6/20/00	\$105,000.00	✓	\$3,291,839.76
6/21/00	\$37,100.00	✓	\$3,328,939.76
6/27/00	\$91,000.00	✓	\$3,419,939.76
6/28/00	\$67,617.64	✓	\$3,487,557.40
7/5/00	\$283,500.00	✓	\$3,771,057.40
7/17/00	\$72,904.53	✓	\$3,843,961.93
7/17/00	\$42,700.00	✓	\$3,886,661.93
7/25/00	\$70,000.00	✓	\$3,956,661.93
7/25/00	\$28,000.00	✓	\$3,984,661.93
7/25/00	\$64,045.82	✓	\$4,048,707.75
8/2/00	\$567,000.00	✓	\$4,615,707.75
8/30/00	\$67,932.47	✓	\$4,683,640.22
8/31/00	\$315,000.00	✓	\$4,998,640.22
9/14/00	\$91,949.35	✓	\$5,090,589.57
9/25/00	\$102,900.00	✓	\$5,193,489.57
9/25/00	\$84,980.00	✓	\$5,278,469.57
9/27/00	\$70,846.75	✓	\$5,349,316.32
10/2/00	\$7,000.00	✓	\$5,356,316.32
10/2/00	\$280,000.00	✓	\$5,636,316.32
10/12/00	\$66,675.65	✓	\$5,702,991.97
10/12/00	\$53,433.63	✓	\$5,756,425.59
10/24/00	\$35,000.00	✓	\$5,791,425.59
10/26/00	\$241,500.00	✓	\$6,032,925.59
10/31/00	\$65,618.41	✓	\$6,098,544.00
11/2/00	\$215,803.70	✓	\$6,314,347.70
11/3/00	\$123,200.00	✓	\$6,437,547.70
11/14/00	\$61,326.18	✓	\$6,498,873.89
11/28/00	\$59,426.64	✓	\$6,558,300.53
12/8/00	\$59,500.00	✓	\$6,617,800.53
12/14/00	\$72,834.96	✓	\$6,690,635.48
12/28/00	\$48,786.46	✓	\$6,739,421.94
1/11/01	\$45,753.93	✓	\$6,785,175.87
	\$6,785,175.87		